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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-02/22/99--01061--012
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOFT CORP MEDIA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/23/99

Examiner's Initials

FILED

99 FEB 22 PM 2:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation (Which is hereinafter called the "Corporation" is :

SoftCorp Media, Inc.

ARTICLE II

This Corporation shall exist perpetually. Corporate existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares of Common Stock, which said shares Shall have a par value of Ten (\$ 10.00) Dollars per share upon issuance.

ARTICLE V

The principal place of business of this Corporation shall be at 32 Calabria, Lower Unit B, Coral Gables, Florida 33134 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is Lourdes Guerra and the initial registered office is located at 32 Calabria, Lower Unit B, Coral Gables, Florida 33134.

ARTICLE VII

This Corporation shall have one director(s) initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are:
(1) Lourdes Guerra, 32 Calabria, Lower Unit B, Coral Gables, Florida 33134.

The aforesaid director(s) shall hold office for the first year of this Corporation's existence or until a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President: Lourdes Guerra, 32 Calabria, Lower Unit B, Coral Gables, Florida 33134.

Vice President: Not Elected Yet.

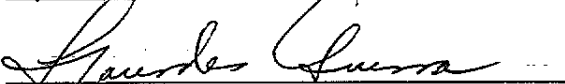
Treasurer: Not Elected Yet

Secretary: Lourdes Guerra, 32 Calabria, Lower Unit B, Coral Gables, Florida 33134

ARTICLE IX

The name and street address of the incorporator(s) is/are: Lourdes Guerra, 32 Calabria, Lower Unit B, Coral Gables, Florida 33134.

The undersigned has (have) executed these Articles of Incorporation this 13 day of Feb, 1999.



Lourdes Guerra

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ Registered agent, in the State of Florida.

1. The name of the Corporation is : SoftCorp Media, Inc.
2. The name and address of the registered agent and office is: Lourdes Guerra, 32 Calabria, Lower Unit B, Coral Gables, Florida 33134.

Signature: _____

Title: President

Date: February 13, 1999

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 2-13-99

Registered Agent
Lourdes Guerra

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida)

County of Dade)

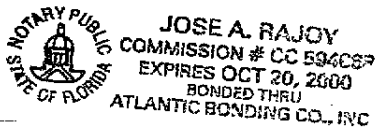
The foregoing Articles of Incorporation was acknowledged before me on February 13, 1999

by Lourdes Guerra _____ known to me to be the incorporator(s) of
SoftCorp Media, Inc. _____

and Lourdes Guerra _____ acknowledged and agreed to the designation and
duties of Registered Agent for the above mentioned Corporation that is being organized under the laws of
the State of Florida .

Jose A. Rajoy
Notary Public, In and For the State of Florida, At Large

Expiration: _____



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SECRETARY OF STATE
TALLAHASSEE FLORIDA